

RECORDATION NO 26626-C FILED
July 10, 2012 09:15 AM
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

July 10, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of July 9, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Memorandum of Lease previously filed with the Board under Recordation Number 26626-B.

The names and addresses of the parties to the enclosed document are:

Transferor: Banc of America Leasing & Capital, LLC (as
Successor to LaSalle National Leasing Corporation)
555 California Street, Fourth Floor
San Francisco, CA 94104

Transferee: Compass Capital Corporation
750 Battery Street, Suite 420
San Francisco, CA 94111

Chief, Section of Administration
July 10, 2012
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A description of the railroad equipment covered by the enclosed document is:

100 flatcars: CW 4000 – CW 4099.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,


✓ Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of this 9th day of July 2012 is made by BANC OF AMERICA LEASING & CAPITAL, LLC (as successor to LaSalle National Leasing Corporation), 555 California Street, Fourth Floor, San Francisco, CA 94104 ("Transferor") and COMPASS CAPITAL CORPORATION, 750 Battery Street, Suite 420, San Francisco, California 94111 ("Transferee").

Transferor is owner and lessor of the one hundred (100) flatcars bearing marks CW4000 through CW4099 inclusive (the "Railcars"). The Railcars have been leased to Colorado and Wyoming Railway Company (the "Lessee") pursuant to the Rail Equipment Net Leasing Agreement dated as of July 31, 2006 (as amended and together with its Schedules and Exhibits, the "Lease"). A Memorandum of the Lease has been filed with the Surface Transportation Board on or about June 13, 2007 under Recordation Number 26626-B.

Transferor has sold the Railcars and assigned the Lease to Transferee as of July 9, 2012.

This Memorandum of Lease Assignment is entered into solely for the purpose of satisfying the requirements of recordation with the United States Department of Transportation Surface Transportation Board ("STB") under 49 U.S.C. Section 11301 and with the Registrar General of Canada under applicable law.

[signature page follows]

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

Transferor:

BANC OF AMERICA LEASING & CAPITAL, LLC

By Andy Capdarest

Name Andy Capdarest

Title Director

~~I hereby certify under the pains and penalty of perjury that I hold the title and office at Banc of America Leasing & Capital, LLC specified below under my name, that this Memorandum of Assignment of Lease was signed on behalf of Banc of America Leasing & Capital, LLC by due authority and that the execution of this instrument is the free act and deed of Banc of America Leasing & Capital, LLC. I declare under the penalty of perjury under the laws of the United States that the foregoing is true and correct.~~

See attached notary acknowledgement

Transferee:

COMPASS CAPITAL CORPORATION

By _____

Name Stephen C. Bieneman

Title President

I hereby certify under the pains and penalty of perjury that I hold the title and office at Compass Capital Corporation specified below under my name, that this Memorandum of Assignment of Lease was signed on behalf of Compass Capital Corporation by authority of its Board of Directors and that the execution of this instrument is the free act and deed of Compass Capital Corporation. I declare under the penalty of perjury under the laws of the United States that the foregoing is true and correct.

Stephen C. Bieneman

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

State of California

County of San Francisco

On July 6, 2012 before me, Lori Kerfus, Notary Public

Date

Here Insert Name and Title of the Officer

personally appeared Andy Capdarest

Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: Lori Kerfus

Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document. Memo of Assignment - STB Filing

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

☐ Corporate Officer — Title(s): _____

☐ Individual

☐ Partner — ☐ Limited ☐ General

☐ Attorney in Fact

☐ Trustee

☐ Guardian or Conservator

☐ Other: _____

Signer Is Representing _____

RIGHT THUMBPRINT OF SIGNER

Top of thumb here

Signer's Name: _____

☐ Corporate Officer — Title(s): _____

☐ Individual

☐ Partner — ☐ Limited ☐ General

☐ Attorney in Fact

☐ Trustee

☐ Guardian or Conservator

☐ Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT OF SIGNER

Top of thumb here

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

Transferor:

BANC OF AMERICA LEASING & CAPITAL, LLC

By _____

Name _____

Title _____

I hereby certify under the pains and penalty of perjury that I hold the title and office at Banc of America Leasing & Capital, LLC specified below under my name, that this Memorandum of Assignment of Lease was signed on behalf of Banc of America Leasing & Capital, LLC by due authority and that the execution of this instrument is the free act and deed of Banc of America Leasing & Capital, LLC. I declare under the penalty of perjury under the laws of the United States that the foregoing is true and correct.

Transferee:

COMPASS CAPITAL CORPORATION

By 

Name Stephen C. Bieneman

Title President

I hereby certify under the pains and penalty of perjury that I hold the title and office at Compass Capital Corporation specified below under my name, that this Memorandum of Assignment of Lease was signed on behalf of Compass Capital Corporation by authority of its Board of Directors and that the execution of this instrument is the free act and deed of Compass Capital Corporation. I declare under the penalty of perjury under the laws of the United States that the foregoing is true and correct.


Stephen C. Bieneman

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/10/12

Edward M Luria
Edward M. Luria